

**MOREAU CATHOLIC HIGH SCHOOL**  
**BYLAWS OF**  
**MOREAU CATHOLIC HIGH SCHOOL**

**ARTICLE I: NAME AND TERMS**

The name of this corporation shall be Moreau Catholic High School. The terms "member" or "members" refer to the members of this corporation as defined in Article VI, Section 1. The term "provincial" refers to the provincial of the Congregation of Holy Cross, South-West Province. The term "trustees" or "board of trustees" as used throughout these bylaws in no way implies ownership or proprietorship over the assets of the corporation. "Trustees" or "board of trustees" mean authorization by the members to exercise stewardship responsibility for the mission and governance of the corporation.

**ARTICLE II: OFFICES**  
**Section 1. Principal Office**

The principal office for the transaction of business for this corporation is located at 27170 Mission Boulevard, Hayward, California. The board of trustees may recommend to the members of the corporation an amendment to the bylaws providing for the change of the principal office from one location to another.

**Section 2. Other Offices**

The board of trustees may at any time establish branch or subordinate offices at any place where the corporation is qualified to do business.

**ARTICLE III: OBJECTIVES AND PURPOSES**

According to its mission, Moreau Catholic High School is dedicated to the legacy and values of the Congregation of Holy Cross and its founder Father Basil Moreau. The school is a college-preparatory school committed to outstanding achievement. As a community of faith, the school prepares its students through academic, social and spiritual experiences that form and transform them to become responsible citizens of the global community. The objectives and purposes of Moreau Catholic High School shall be to execute the religious, charitable and educational functions of the school as broadly defined in the school's mission and statement of philosophy. The corporation exists and functions according to the teachings, disciplines and laws of the Roman Catholic Church, Diocese of Oakland.

**ARTICLE IV: NONPARTISAN, POLITICAL ACTIVITIES**

This corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described above and it shall remain nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. This corporation

shall not, except in an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE V: DEDICATION OF ASSETS**

The properties and assets of this corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties or assets of the corporation on dissolution or otherwise shall inure to the benefit of any private person, individual, member of the corporation, or trustee of this corporation. On liquidation or dissolution, all properties, assets and obligations shall be paid over to the Roman Catholic Bishop of Oakland, California, a corporation sole.

## **ARTICLE VI: MEMBERS OF THE CORPORATION**

### **Section 1. Qualifications**

The membership of this corporation shall consist of (a) the provincial of the Congregation of Holy Cross, South-West Province and (b) no fewer than four and no more than seven individuals appointed by the provincial with the consent of his council. At least four of the appointed members must be religious of the Congregation of Holy Cross. No member of the corporation may be employed by the school or have a relative either employed by the school or serving as a member of the board of trustees.

### **Section 2. Term of Appointed Members**

An appointed member's term is no more than three years. An appointed member may be appointed to additional three-year terms.

### **Section 3. Termination of Members**

A member's office shall terminate upon the occurrence of any of the following events:

- a. In the case of the provincial, upon his resignation as provincial, dismissal as provincial by the superior general of the Congregation of Holy Cross and his council, or completion of office as provincial.
- b. In the case of an appointed member, upon submission of resignation to the provincial, completion of term without reappointment to another term, or removal as a member by the provincial with the consent of his council.

### **Section 4. Transfer of Membership**

No member of this corporation may transfer a membership or any right arising from it. All rights of membership cease upon the member's death.

### **Section 5. Limited Liability**

Although the religious institute, Congregation of Holy Cross, South-West Province, stands in a role of religious sponsorship towards the corporation, its sponsorship is limited to matters of religion and governance only. The religious institute bears no financial liability for the actions or debts of the corporation.

## **ARTICLE VII: MEETINGS OF THE MEMBERS OF THE CORPORATION**

### **Section 1. Place of Meetings**

Meetings of the members shall be held at any place within or outside the State of California as designated by the members.

### **Section 2. General Meetings**

The annual general meeting of the members of the corporation shall be at the provincial office in Austin, Texas, on the last Saturday of the month of August unless previously scheduled for another date and location. Other general meetings of the members shall be held at such times and places, and upon such notice, as may be determined by the members.

### **Section 3. Special Meetings**

A special meeting of the members of the corporation may be called at any time for any lawful purpose by the board of trustees, the chair of the board of trustees, five trustees of the board, or any two members of the corporation. The person(s) calling such a meeting shall notify all members of the corporation of the date, time and place thereof either by first-class mail deposited at least five business days in advance, or by personal delivery, or by telephone or telegraphic means at least two business days in advance of the special meeting. If it is proposed that during such meetings the members act to (a) remove a trustee without cause, (b) amend the articles of incorporation, or (c) approve voluntary dissolution of the corporation, then the notice of the meeting shall include the general nature of the proposal.

### **Section 4. Meeting Without Notice**

The transaction of any meeting of the members of the corporation shall be valid as though made at a meeting duly called upon regular call and notice if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting each of the persons entitled to vote and not present at the meeting in person or by proxy signs a consent to the holding of the meeting or an approval of the minutes thereof. All such consents and approvals shall be filed with corporate records and made a part of the meeting minutes. Attendance of a member at a meeting shall constitute a waiver of notice.

### **Section 5. Quorum**

A majority of the members shall constitute a quorum for the transaction of business at a meeting of the members of the corporation.

### **Section 6. Adjourned Meeting**

Any meeting of the members of the corporation, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting except as provided by this article.

## **Section 7. Action by Written Consent Without a Meeting**

The members of the corporation may take action by written consent without a meeting in the following manner:

- a. General: Any action that may be taken at a general or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.
- b. Solicitation of Written Ballots: All solicitations of written ballots shall indicate the time by which the ballot must be returned to be counted.
- c. Quorum: Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to constitute approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- d. Revocation: Whichever first occurs, no written ballot may be revoked after delivery to the corporation or deposited in the mail.

## **Section 8. Proxies**

Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

## **ARTICLE VIII: POWERS RESERVED TO THE MEMBERS OF THE CORPORATION**

The following powers are reserved solely to the members of the corporation:

- a. To establish the mission, general philosophical guidelines and policies under which the corporation will be sponsored and function;
- b. To amend the articles of incorporation and bylaws after consultation with the Roman Catholic Bishop of Oakland;
- c. To recommend to the Roman Catholic Bishop of Oakland any sale, lease or encumbrance on any property belonging to the corporation;
- d. To recommend to the Roman Catholic Bishop of Oakland any merger or dissolution of the corporation;

- e. To elect and remove with or without cause the corporation's officers and those members of the board of trustees who are not appointed by the provincial or the Roman Catholic Bishop of Oakland.
- f. To appoint the president of the school;
- g. To approve capital and operating budgets of the corporation; and,
- h. To approve auditors of the corporation.

## **ARTICLE IX: BOARD OF TRUSTEES**

### **Section 1. Powers**

Subject to the provisions of the California Nonprofit Religious Corporation Law and any limitations in the articles of incorporation and these bylaws relating to actions requiring the approval of the members of the corporation, the business and affairs of the corporation shall be governed, and all corporate powers shall be exercised by, or under the direction of, a board of trustees. The board has the following specific powers:

- a. To propose changes in the school philosophy and mission;
- b. To propose changes in the articles of incorporation or bylaws;
- c. To propose the sale, lease or encumbrance of school property;
- d. To propose a merger or dissolution of the school corporation;
- e. To set up procedures for board operation and evaluation;
- f. To nominate candidates for membership on the board;
- g. To mandate programs for maintaining Holy Cross heritage and mission;
- h. To set and monitor planning goals for the school;
- i. To evaluate the performance of the president;
- j. To propose the appointment of a president;
- k. To set, monitor, change or discontinue policies, procedures and programs in light of the school's mission and philosophy;
- l. To set salary schedules, benefit packages, tuition, fees, financial assistance policies and capital and operating budgets;
- m. To review and approve all financial reports;
- n. To adopt a program of board liability and indemnification;

- o. To establish and publish a process for hearing grievances and decide upon grievance appeals;
- p. To approve plans for physical plant improvements; and
- q. To approve and monitor institutional advancement policies.

## **Section 2. Number and Qualification**

The number of trustees serving on the board of this corporation shall be not fewer than five and not more than nineteen including the president of the school as an ex officio member of the board. Normally, trustees should be of the Catholic faith; be familiar with Catholic institutions and private education; possess a knowledge of, commitment to, and appreciation for, the purpose of the corporation, and the mission and philosophy of the school; and possess moral and professional qualifications serving the purpose and needs of the corporation. Except for the school's president, the school may not employ trustees. Trustees may not be relatives of any employees of the school or member of the corporation. The Roman Catholic Bishop of Oakland shall have the right to appoint three trustees. The provincial shall have the right to appoint three trustees.

## **Section 3. Nomination**

The trustees shall nominate for election to the board as many as twelve persons. At any meeting of the trustees, the board may propose and recommend to the members the nominees for election to the board of trustees by the members.

## **Section 4. Term of Elected Trustees**

An elected trustee's term is three years. A trustee may be elected for a second consecutive three-year term. Following one year after the expiration of a second term, an individual may be elected to serve an additional three-year term. An individual shall serve no more than nine years as an elected trustee. A trustee who serves as an officer of the board is not subject to any limitations of term while holding any such office, and the years of service as an officer are not counted for purposes of this section.

## **Section 5. Term of Appointed Trustees**

An appointed trustee's term is three years. Trustees appointed by the Roman Catholic Bishop of Oakland and the provincial shall be consulted by the respective appointing authority prior to the terminus of any term for purposes of discerning the continuation of appointment and the wishes of the appointee to continue the appointment to a successive three-year term as a representative of that respective appointing authority.

## **Section 6. Removal of Trustees**

The members may only remove with or without cause trustees elected by them. The Roman Catholic Bishop of Oakland may only remove with or without cause trustees appointed by him. The provincial may only remove with or without cause trustees appointed by him.

## **Section 7. Vacancies**

A vacancy among the trustees elected by the members because of death, resignation, removal or any other cause may be filled at any time for the remainder of the term by the members. Only the provincial may fill vacancies among the trustees appointed by him. Only the Roman Catholic Bishop of Oakland may fill vacancies among the trustees appointed by him.

## **Section 8. Meetings**

A regular meeting of the board of trustees may be held at any place within the State of California that has been designated from time to time by resolution of the board. The board also determines the frequency of meetings and type of notice required.

## **Section 9. Special Meetings**

A special meeting of the board of trustees may be called by the chair, vice-chair, secretary, or any two trustees. Notice of such board meetings must be given at least two business days before the time set for the meeting, if the notice is by telephone, telegraph, facsimile, electronic-mail, or personal delivery. Notices by mail must be deposited in a United States mailbox at least four business days before the time set for the meeting.

## **Section 10. Quorum**

A simple majority of the trustees shall constitute a quorum for the transaction of business at a meeting of the board of trustees.

## **Section 11. Trustees not Liable**

The trustees shall not be liable, either collectively or individually, for the debts, liabilities or other obligations that arise out of service as trustees of the corporation.

## **Section 12. Indemnification by Corporation of Trustees, Officers, Employees, and Other Agents**

This corporation shall, to the maximum extent and in the manner permitted by the California Corporations Code, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation.

For purposes of this section, an "agent" of this corporation includes any person who is or was a trustee, officer, employee or other agent of this corporation, or who is or was serving at the request of this corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or any other entity or enterprise.

Any indemnification under this section shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct by:

- a. A majority of vote of a quorum consisting of trustees who are not parties to such proceeding;
- b. Approval or ratification by the affirmative vote of a majority of the members of the corporation represented and voting at a duly held meeting at which a quorum is present (which members voting affirmatively also constitute at least a majority of the required quorum); or
- c. The court in which such proceeding is or was pending, upon application made by this corporation, the agent, attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

### **Section 13. Insurance for Corporate Agents**

The board of trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

### **Section 14. Conflict of Interest**

Any trustee having a conflict of interest shall disclose the matter to the board of trustees by stating a position on the matter and responding to pertinent questions from the trustees. When any such conflict becomes a subject related to a matter requiring board action, and if the board agrees, the trustee shall not vote on the matter nor be counted in the quorum for that vote. The minutes shall clearly reflect that these requirements have been met.

## **ARTICLE X: COMMITTEES**

### **Section 1. Executive Committee**

The executive committee consists of the board chair, vice-chair and chairs of the board matters, finance, mission integration, facilities and institutional advancement committees, any standing committees designated by resolution of the board, and the school's president. The board delegates to the executive committee any of the powers and authority of the board pertaining to the governance of the corporation, except:

- a. To approve any action which under law or the provisions of these bylaws, requires the approval of the members or of a majority of all the trustees;
- b. To fill vacancies on the board of trustees or on any committee which has the authority of the board;



- c. To fix the compensation of the trustees for serving on the board or on any committee;
- d. To repeal or amend any resolution of the board;
- e. To appoint committees of the board or the members thereof; and,
- f. Any other actions which the board may specify from time to time.

By a majority vote of trustees in office, the board may at any time revoke or modify any or all of the authority of the executive committee so delegated, increase or decrease but not below three (3) the number of its members, and fill vacancies therein. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same for board approval at the next regularly scheduled meeting of the board of trustees.

#### **Section 2. Standing Committees**

The board of trustees shall have the following standing committees: board matters, finance, mission integration, institutional advancement, facilities and such other standing committees as may from time to time be designated by resolution of the board. The board chair shall designate committee chairs. These committees, with the exception of the board matters committee, may consist of persons who are not trustees. Standing committees shall act in an advisory and recommending capacity to the board of trustees. Any standing committee chair who is not a trustee shall sit on the executive committee in an advisory, non-voting capacity.

#### **Section 3. Other Committees**

The board of trustees shall have such other committees as may from time to time be designated by resolution of the board. Such other committees may consist of persons who are not trustees. These other committees shall act in an advisory and recommending capacity to the board, or to a standing committee at the discretion of the board.

#### **Section 4. Meetings and Actions of Committees**

Written minutes of meetings and actions of board committees shall be submitted to the board of trustees. The board may adopt rules and regulations pertaining to the conduct of committee meetings to the extent that such rules and regulations are not inconsistent with the provisions of these by laws.

### **ARTICLE XI: OFFICERS OF THE CORPORATION**

#### **Section 1. Identification, Qualification and Terms of Officers**

The officers of the corporation shall be a chair, vice-chair, secretary, and treasurer. The chair and vice-chair are recommended from the ranks of the board to the members of the corporation for election. Trustees may be recommended for election as an officer after having served at least two years as a trustee. The chair and vice-chair shall serve no more than two consecutive, one-year terms. The secretary of the corporation is the president of the school, and the treasurer of the corporation is the director of finance of the school.

## **Section 2. Election of Officers**

The chair, vice-chair, secretary, and treasurer of the corporation shall be annually nominated by the board and recommended to the members for election. The officers of the corporation serve at the pleasure of the members.

## **Section 3. Removal of Officers**

The members, by majority vote, can remove without cause officers of the corporation.

## **Section 4. Vacancies in Offices**

A vacancy in any office because of death, resignation, removal or any other cause may be filled at any time by majority vote of the members.

## **Section 5. Responsibility of Officers**

The chair arranges the meetings of the board of trustees and appoints the time and place for the holding thereof according to the provisions of these bylaws. The chair presides at all meetings of the board of trustees and performs such other duties as are customarily or duly required by the corporation.

The vice-chair, in the event of illness, disability or absence of the chair, shall act as the chair and perform such duties as are customarily or duly required of the chair.

The secretary acts as the custodian of the corporate seal and affixes it to all papers requiring same. The secretary has charge of all formal records, minutes and documents of the corporation and of such books and papers as in the practical business operations of the corporation shall customarily belong to or be duly placed in the office or custody of this officer. The secretary gives notice of all meetings of the board of trustees as directed by the chair or by the board and keeps a true record of all such meetings and of the proceedings. In addition, the secretary discharges all such other duties as may be prescribed by the chair.

The treasurer receives and has custody of all funds, securities, properties and other assets of the corporation. It is the duty of the treasurer to maintain the corporation's accounts in depositories approved by the board of trustees; keep books of accounts under the direction of, and in such form as may be designated by, the trustees; and keep books of account that at all times show the exact financial condition of the corporation. Disbursements shall be made only upon the order of signatures of any two officers of the board or other board approved signatories. If required by the board of trustees, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of duties of this office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in possession or under the treasurer's control upon the treasurer's death, resignation, retirement or removal from office.

## **ARTICLE XII: RECORDS AND REPORTS**

The corporation shall keep adequate and correct books and records of account, as well as written minutes of the proceedings of its board. In addition, a record of members, including their names and addresses, shall be kept. Officers of the corporation shall submit all reports required by the members of the corporation.

## **ARTICLE XIII: AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of bylaws of California Nonprofit Religious Corporations, these bylaws may be altered, amended or repealed and new bylaws adopted subject to both a majority vote of the board and the approval of the members. The bylaws provisions of Article V, Article VIII, Sections b through e, and Article IX, Sections 2, 5, 6 and 7 cannot be amended without written approval of the Roman Catholic Bishop of Oakland.

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